

THE LAW OFFICES OF
CARL H. WINSLOW, JR., P.A.
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PO0000036361

March 20, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SPLINTER WOOD PRODUCTS, INC.

Dear Sir or Madam:

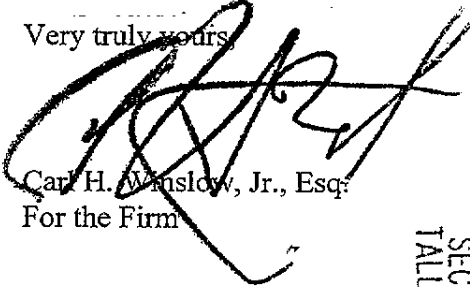
Please find enclosed the following documents pertaining to the above referenced matter:

- 1) Certificate of Domestication
- 2) Certified copy of Articles of Incorporation of Splinter, Inc. a PA corporation
- 3) A check made payable to your offices in the amount of \$128.75

Please contact our offices with any questions or concerns. Thank you.

cc: cur

Very truly yours,


Carl H. Winslow, Jr., Esq.
For the Firm

CHWjr/mr

FILED
00 MAR 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-11
WEC

CERTIFICATE OF DOMESTICATION

The undersigned, William J. Walter, Jr., President,
(Name) (Title)
of Splinter Inc., a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was September 24, 19 84.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was state of Pennsylvania, USA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Splinter, Inc.
- * 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Splinter Wood Products, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was state of Pennsylvania, USA

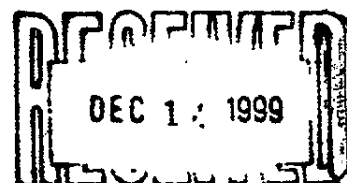
I am William J. Walter, Jr., of Ft. Myers, Florida

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 15th day of March, 2000.

William J. Walter, Jr. President
(Authorized Signature) William J. Walter

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75



ARTICLES OF INCORPORATION
OF

Splinter Wood Products, Inc.

FILED
00 MAR 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Splinter Wood Products, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: PO Box 60675

Ft. Myers, Florida 33906

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. The par value is valued at \$1 per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Agent: _____

Carl H. Winslow, Jr., P.A., 1415 Dean Street, Suite 107, Fort Myers, Florida 33901

ARTICLE V. INCORPORATORS

The name(s) and address(es) of the incorporator(s) of these articles of incorporation are:

Name: Carl H. Winslow, Jr., Esq., Registered Agent & Incorporator

Address: 1415 Dean Street, Suite 107, Fort Myers, Florida 33901

OPTIONAL PROVISIONS

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE VIII - OFFICERS/DIRECTORS

The name(s) and address(es) of the officers and director(s) of this corporation are:

Name

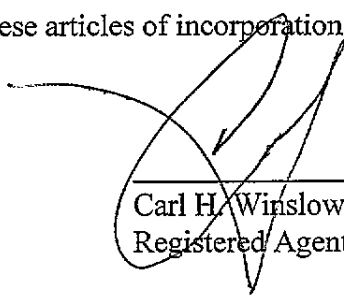
Address

William J. Walter, Jr., P, VP, S, T

PO Box 60675, Ft. Myers, Florida 33906

The undersigned have/executed these articles of incorporation on

4/6/2000
(Date)



Carl H. Winslow, Jr., Esq.
Registered Agent & Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

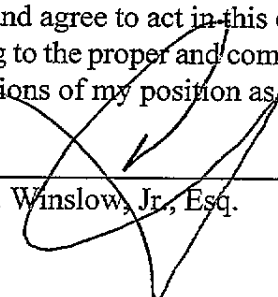
PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Splinter Wood Products, Inc.**
2. The name and address of the registered agent and office is:

**Carl H. Winslow, Jr., P.A.
1415 Dean Street, Suite 107
Fort Myers, Florida 33901**

FILED
00 MAR 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carl H. Winslow, Jr., Esq.

4/6/00
Date